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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

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:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**DEBTORS' MOTION FOR ORDER AUTHORIZING THE
DESTRUCTION OF CERTAIN BUSINESS RECORDS**

The debtors and debtors in possession in the
above-captioned jointly administered cases (collectively,

the "Debtors"¹ or "Circuit City") hereby move (the "Motion") for entry of an order, pursuant to sections 105(a) and 554(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 6007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the destruction of certain business records of the Debtors. In support of the Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider the Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

¹ The Debtors are the following entities: The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a) and 554(a) and Bankruptcy Rule 6007.

BACKGROUND

A. The Bankruptcy Cases.

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

4. On January 12, 2009, the Court entered an order authorizing the Debtors to conduct auctions for a sale or sales of the Debtors' businesses as a going concern or for liquidation (D.I. 1460).

5. At the conclusion of the auction, the Debtors' determined that the highest and otherwise best bid was that of Great American Group WF, LLC, Hudson Capital Partners, LLC, SB Capital Group, LLC, and Tiger Capital Group, LLC (collectively, the "Agent"). On January 16, 2009, the Court approved the Agent's bid and authorized the Debtors to conduct going out of business sales at the Debtors' remaining stores (D.I. 1634). The

Agent commenced going out of business sales at the Debtors' remaining stores on January 17, 2009.

B. The PII Records.

6. Prior to the Petition Date, the Debtors entered into the Consumer Credit Card Program Agreement (the "Program Agreement"), dated January 16, 2004. Chase Bank USA, National Association ("Chase"), as successor by merger with Bank One Delaware, National Association, is the counterparty to the Program Agreement.

7. In connection with the Program Agreement, and also in the regular course of their business, the Debtors maintain at many of their retail store locations certain personally identifiable information ("PII Records") of their own customers and of Chase cardholders, such as copies of drivers' licenses, credit card numbers and account information.

8. Under applicable law and under the Program Agreement, specifically Sections 3.6(f) and 11.17 of the Program Agreement, the Debtors are required to protect the privacy of their customers and the Chase cardholders.

9. The PII Records are maintained in several stores which have closed, which are in the process of closing, or which will be closed shortly.

RELIEF REQUESTED

10. Out of an abundance of caution, and in order to preserve and maximize the value of the Debtors' estates and to avoid potential liabilities relating to the mishandling of the PII Records, the Debtors seek entry of an order authorizing the Debtors to maintain and execute their ordinary course document destruction policies under the extraordinary circumstances presented by the liquidation and ongoing store closings.

11. Prior to filing the Motion, the Debtors provided a draft of the Motion and proposed form of order to the United States Trustee and counsel to the Creditors' Committee. The United States Trustee and counsel to the Creditors' Committee have no objection to entry of the proposed order granting the relief requested herein.

BASIS FOR RELIEF

12. The Debtors have determined that the PII Records have little or no value to the Debtors' estates

and, in fact, may potentially represent liabilities to the estates if the PII Records are mishandled. Moreover, the Debtors have determined that the PII Records are cost-prohibitive to store and are otherwise burdensome to their estates and should be destroyed.

13. Given the shortage of store personnel and the speed at which the store closing are occurring, there is an increased risk that the PII Records will be misplaced or mishandled if not destroyed. Such mishandling of the PII Records could potentially give rise to liabilities under applicable law and under the Program Agreement. Moreover, the Debtors no longer have any need for the PII Records, and Chase has requested that Debtors proceed on this Motion.

14. The Debtors have determined, in their sound business judgment, that the estates and creditors of the estate would be best served if the Debtors are authorized to destroy the PII Records. Moreover, the Official Committee of Unsecured Creditors and the Office of the United States Trustee do not oppose the relief requested herein.

WAIVER OF MEMORANDUM OF LAW

15. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is set forth in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

NO PRIOR REQUEST

16. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form annexed hereto, authorizing the Debtors to destroy the PII Records, and granting such other relief as is just and proper.

Dated: February 25, 2009 SKADDEN, ARPS, SLATE, MEAGHER &
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